

**MANSFIELD DOWNTOWN PARTNERSHIP  
FINANCE AND ADMINISTRATION COMMITTEE  
TOWN HALL  
CONFERENCE ROOM B**

**THURSDAY, DECEMBER 15, 2011**

**MINUTES**

Present: Phil Barry, Harry Birkenruth, Matt Hart, Bill Simpson and Frank Vasington

Staff: Cynthia van Zelm, Lee Cole-Chu

**1. Call to Order**

Matt Hart called the meeting to order at 3:05.

**2. Approval of Minutes from November 17, 2011**

Phil Barry made a motion to approve the November 17, 2011 minutes. Harry Birkenruth seconded the motion. The motion was approved unanimously.

**4. Approval of Meeting Dates for 2012**

The Committee approved the meeting dates for 2012 by consensus.

**5. Continued Discussion of Conflict of Interest Policy**

Lee Cole-Chu, attorney to the Partnership, said he did not believe that significant changes needed to be made to the Partnership's conflict of interest policy. He suggested that, as written, each Committee or the Board be the arbiter of a conflict brought to it, not the Finance and Administration Committee. It allows for the conflict to be dealt with immediately when it is brought to a committee or the Board.

Mr. Barry asked what happens if someone does not bring up a potential conflict. Some Board members agree it is important for each Board member to police him or herself.

Mr. Birkenruth suggested that Mr. Cole-Chu provide a refresher to the Board on how potential conflicts should be handled.

The Committee asked that Mr. Cole-Chu and Ms. van Zelm review the following issues as discussed by the Committee: 1) reinforce with the Board an annual formal notice to the Board of Directors regarding any potential conflict; 2) evaluate whether Committee members should also need to abide by the conflict of interest policy; 3) review whether the Partnership would fall under the current and proposed Town of Mansfield Ethics Code; 4) evaluate whether the language "unqualified" duty is needed in the sentence "In order that Board decisions in such instances shall be the product only of Board members who are able to meet their unqualified duty to the Partnership, the following procedures shall be followed..."; and 5) evaluate whether the policy should be changed to one entity being the arbiter of potential conflicts.

The Committee expressed interest in not making the conflict of interest policy overly burdensome.

Ms. van Zelm suggested that the Nominating Committee review any proposed changes to the conflict of interest policy since it is part of the Bylaws, which have typically come under the Nominating Committee's jurisdiction.

Mr. Birkenruth asked Mr. Cole-Chu to review the Partnership's Directors and Officers insurance.

## **5. Relocation Update and Discussion**

Ms. van Zelm reported that Phi Michalowski, the Partnership's relocation consultant, is near completion of an agreement with the owners of the Husky Greek Shop for a fixed payment of \$20,000 instead of actual, reasonable and necessary relocation expenses. Mr. Cole-Chu explained the difference between the two types of relocation compensation. The Committee discussed a draft agreement between the owners of the Husky Greek Shop and the Partnership providing for payments of \$2,500 upon signing and \$17,500 upon vacating the premises. Mr. Birkenruth moved to approve the agreement (assuming the owners of Husky Greek Shop accept it) and the payments required by the agreement, if it is signed. Frank Vasington seconded the motion. The motion was approved unanimously.

## **6. Review of September 30, 2011 Financials**

Ms. van Zelm reviewed the September 30, 2011 financials. She said since then, the University's contribution has been received. She also said that the membership renewal drive started in late October and \$6,100 in membership dues has been received. Ms. van Zelm said there will be adjustments in the December financials for rent, the Executive Director salary, and health insurance.

Mr. Barry moved to recommend to the Board the acceptance of the September 30, 2011 financials. Mr. Birkenruth seconded the motion. The motion was approved unanimously.

## **7. Review of Budget**

Ms. van Zelm reviewed the preliminary budget with the Committee. Ms. van Zelm reviewed key elements of the budget. She said that she adjusted legal expenses down slightly. Ms. van Zelm said that only three people are now covered under the Town's health insurance which will also be reflected in next year's budget. Ms. van Zelm said the Partnership's relocation consultant Phil Michalowski believes that relocation services will be completed by June 30, 2011. Ms. van Zelm is proposing a slight cushion to ensure all relocation costs are covered.

Ms. van Zelm suggested that the Partnership's Special Projects Coordinator position be evaluated as Ms. Kathleen Paterson's responsibilities have increased. The Committee agreed to review the position and suggested that Ms. van Zelm review the position against similar positions at the Town.

Ms. van Zelm said that the Partnership's rent for next year needs to be evaluated. The current lease for space in Town Hall is through May 31, 2012. She will work with Mr. Hart on this evaluation.

The Committee preliminarily endorsed the budget.

## **8. Other**

Mr. Birkenruth asked about the on-going discussion of the review of commercial tenants and asked that this issue be placed on the Committee's agenda for its January meeting.

## **9. Adjourn**

Mr. Birkenruth made a motion to adjourn. Mr. Barry seconded the motion. The motion was approved unanimously. The meeting adjourned at 4:15 pm.

*Minutes taken by Cynthia van Zelm*